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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 1, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of an Amendment to Equipment Lease, dated as of November 16, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Finance Lease, previously filed with the Commission under Recordation Number 18721.

The names and addresses of the parties to the enclosed document are:

Lessor: The Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, Ohio 45263

Lessee: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

A description of the railroad equipment covered by the enclosed document is:

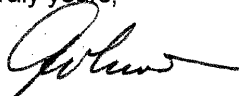
<u>Old Car Numbers</u>	<u>New Car Numbers</u>
DJJX 3015	RLMX 8452
DJJX 3016	RLMX 8505
DJJX 3029	RLMX 8507
DJJX 3031	RLMX 8518

Mr. Vernon A. Williams
May 1, 1996
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Also enclosed is a check in the amount of \$21.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', written in dark ink.

Robert W. Alvord

RWA/bg
Enclosures

AMENDMENT TO EQUIPMENT LEASE

This Amendment to an Equipment Lease, dated December 29, 1993, ("Lease") is entered into between The Fifth Third Leasing Company ("Lessor") and The David J. Joseph Company ("Lessee") under the following conditions:

WHEREAS, the Lease was entered into between Lessor and Lessee on December 29, 1993 and said Lease is in full force and effect; and

WHEREAS, Schedule A to the Lease was entered into between Lessor and Lessee on December 29, 1993 and said Schedule A is in full force and effect; and

WHEREAS, Lessee desires to amend the Exhibit A of the Lease and Schedule A as set forth below:

- 1) The Exhibit A ("Car Listing") shall be amended to substitute the following cars:

Old Cars
DJJX 3015
DJJX 3016
DJJX 3029
DJJX 3031

New Cars
RLMX 8452
RLMX 8505
RLMX 8507
RLMX 8518

- 2) Except as modified herein, the Lease and Schedule A shall remain in full force and effect as written.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of this 16th day of November, 1994.

THE DAVID J. JOSEPH COMPANY
Lessee

By: [Signature]

Title: V.P.

Date: 11/29/94

THE FIFTH THIRD LEASING COMPANY
Lessor

By: [Signature]

Title: Sr. V.P.

Date: 11-16-94

[Signature]
JAMES H. GOETZ
Notary Public, State of Ohio
My Commission Expires July 10, 1995

[Signature]
MARSHA J. BUBECK, Notary Public
in and for the State of Ohio
My Commission Expires Oct. 29, 1995

This is a certified copy
of the original document.

THE FIFTH THIRD LEASING COMPANY

By: David W. Gunner, Assistant Vice President
Date: 11/30/94

Subscribed and sworn to before me this
30 day of April, 1995
My commission expires 11/30/97
Notary Public [Signature]